

LAROE P.C.

COMPANY-WIDE
ASSESSMENT AND
REPORT

GENERAL COUNSEL
ACTION PLAN

REGULAR REVIEWS
OF PROCESS

RESPONSES AS
ISSUES ARISE

LaRoe P.C. General Counsel Solutions

Since 1999, LaRoe P.C. has acted as general counsel in the information technology (IT) professional service provider/system integrator business and is now offering its General Counsel Solutions to select IT companies.

What is General Counsel?

A General Counsel is typically an employee attorney or outside attorney who advises the company and oversees all legal matters connected with the company. Among other things, General Counsel typically:

- Provides legal assistance in the drafting, establishing and monitoring of such things as client and vendor contracts, company human resource policies and procedures, corporate formality documents and resolutions, office and equipment leases, and other legal documents;
- Advises management regarding such things as human resource issues, including hiring and firing, confidentiality requirements, intellectual property ownership, and non-compete issues; and
- Manages litigation and monitors outside counsel.

Why do companies need a General Counsel?

In a nutshell, companies need a General Counsel to help them focus on their core business of selling and delivering services without experiencing business turbulence. They need a General Counsel to help reduce risks and potential liabilities, to enable ongoing business

activities and to help avoid matters that might jeopardize the company's continued existence.

What are LaRoe P.C. General Counsel Solutions and how can they help my company?

Most professional services, system integrator and IT staffing companies can't afford the expense of employing an attorney to act as full time General Counsel or the expensive costs of paying outside counsel to become familiar with their businesses to respond to daily issues. Yet, these same companies need basic General Counsel services to succeed in the complex, fast paced world of IT.

To respond to this need, LaRoe P.C. developed its General Counsel Solutions that are individually tailored, responsive and cost effective to best serve each client's basic General Counsel needs. LaRoe P.C. General Counsel Solutions are a multi-pronged, integrated process that includes an initial analysis and assessment that evaluates and measures each client's critical processes and readiness against the benchmarks of the ideal LaRoe P.C. IT Professional Services Company. LaRoe P.C. then reports its findings and identifies any gaps in company processes along with a recommended LaRoe P.C. General Counsel Action Plan. LaRoe P.C. can then establish and implement agreed action items through each client's individual General Counsel Action Plan to upgrade the identified processes and procedures. Finally, LaRoe P.C. can provide periodic reviews of each client's ongoing

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processes and Action Plan implementation to ensure continuing compliance. LaRoe P.C. is also available to provide *additional consultation on individual, specific matters* on an agreed basis.

Through LaRoe P.C.'s diagnostic assessment and implementation of LaRoe P.C. General Counsel Solutions, LaRoe P.C. can help clients in a variety of ways, by:

- Developing additional or alternative policies and procedures
- Identifying and implementing approaches to help reduce potential liability
- Implementing changes to company contracts and documents
- Recommending expert consultants
- Reducing time and money spent on legal concerns
- Managing cost effective approaches to outsourced legal work

How LaRoe P.C.'s General Counsel Solutions work

Step 1: Initial Assessment and Report

First, LaRoe P.C. undertakes a structured examination of each client and its business to become familiar with how each client conducts business. LaRoe P.C.'s initial assessment focuses on five areas of each client's business that are most closely aligned with General Counsel oversight and management and with reducing business risk. LaRoe P.C. analyzes each company's existing processes, procedures, methodologies, and

documentation in each of these five focus areas:

- **Human Resources** – Preparation and documentation of company and employee contracts, policies and procedures; employee hiring, orientation, documentation, evaluation, discipline and termination; immigration, H1B visas and green card issues; and confidentiality and work product ownership.
- **Contract Administration** – Client and vendor contract negotiation and preparation; implementation and review of the contracting processes, including intellectual property ownership, confidentiality, licensing and master agreements processes.
- **General Office** – Accounts receivable support; sales and employment tax issues; equipment leasing; risk management; insurance procurement; calendaring; important document retention, control and filing.
- **General Corporate** – Annual corporate formalities; management agreements; trademark, patent and copyright issues; liability minimization.
- **Legal** – Litigation prevention; litigation management and monitoring; prosecution and defense of active lawsuits; selection, retention and monitoring of outside counsel.

LaRoe P.C.'s diagnostic approach begins with an examination of key company documents and interviews of key personnel to identify the current policies, procedures and documents in each of the LaRoe P.C. General

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Counsel Focus Areas. LaRoe P.C. then analyzes and compares the company processes, procedures and documents to the benchmark of the “ideal” LaRoe P.C. IP Professional Services Company to identify gaps, omissions, deficiencies and problem areas. LaRoe P.C. prepares and presents a written report of its findings in the LaRoe P.C. General Counsel Action Plan.

Step 2: Refine and Implement General Counsel Action Plan

LaRoe P.C. works with each client to review each individualized General Counsel Action Plan and to identify and prioritize action items that are most important to eliminate any deficiencies or inadequacies in current processes, procedures, methodologies or documents. The LaRoe P.C. General Counsel Action Plan may include recommendations regarding preparing or drafting revisions to working documents or creating and implementing changes in company policies or procedures. LaRoe P.C. can then work with each client to implement each step of its General Counsel Action Plan.

Step 3: Periodic Review

After LaRoe P.C. has assisted with implementation of the General Counsel Action Plan, LaRoe P.C. can then provide scheduled periodic reviews and monitoring of each client’s processes and procedures to ensure that the newly implemented plan has been fully integrated into daily policies and procedures and to assist with any additional changes or supplementations to any plan items. LaRoe P.C. can also provide additional advice and counsel to respond to client issues

and to provide additional consultation on specific issues identified during the initial assessment and reporting.

How much do LaRoe P.C. General Counsel Solutions cost?

LaRoe P.C.’s goal is to maximize each client’s return on investment. To meet this goal, LaRoe P.C. offers clients a variety of payment options, including LaRoe P.C.’s “right-sized” fees. LaRoe P.C. has an Initial Assessment Fee that includes the cost for LaRoe P.C.’s analysis and assessment and written report. LaRoe P.C. also offers a right-sized Action Plan Fee for the prioritization and implementation assistance with each client’s General Counsel Action Plan. Thereafter, for a periodic flat fee, LaRoe P.C. offers different levels of additional Continuing Support.

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